IN THE HIGH COURT OF JUDICATURE AT MADRAS

Dated:-11-07-2005

Coram:-
The Hon'ble Mr. Justice P. SATHASIVAM
and
The Hon'ble Mr. Justice AR. RAMALINGAM

Original Side Appeal Nos. 284 of 2004 and 126 of 2005
and
C.M.P.Nos. 20147/2004, 9777, 9778, 7031, 7032, 7695, 9475,

9501, 9502/2005 and Company Application Nos. 2610/1997 and

856/2005.

O.S.A.No. 284/2004
M/S. NUZIVEEDU SEEDS LIMITED,
C BLOCK, VII FLOOR,
SURYA TOWERS, S.P.ROAD,
SECUNDERABAD,
HYDERABAD-500 003.

.. APPELLANT/THIRD PARTY APPLICANT.

VS.

1. THE OFFICIAL LIQUIDATOR,
   HIGH COURT, MADRAS AS THE
   LIQUIDATOR OF M/S. STANDARD
   MOTOR PRODUCTS OF INDIA LIMITED
   (IN LIQUIDATION)

2. INDUSTRIAL DEVELOPMENT BANK OF INDIA,
   BOMBAY-5.

3. INDIAN OVERSEAS BANK,
   C & IC BRANCH,
   CHENNAI-600 004.

4. STATE INDUSTRIES PROMOTION
   CORPORATION OF TAMILNADU,
   CHENNAI-600 008.

5. THE COMMISSIONER OF CUSTOMS,
   CHENNAI-1.

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6. T.S.R. KHANNAIYAN,
   CHAIRMAN,
   HINDUSTAN GROUP OF COMPANIES,
   67, AVARAMPALAYAM ROAD, K.R. PURAM,
   COIMBATORE-641 006.

7. C. SUBRAMANIAM
   (7TH RESPONDENT WAS IMPLEADED
    AS PER ORDER OF COURT, DATED
    19-4-2005 MADE IN CMP NO.7030/2005)

8. R. KRISHNAMOORTHY
   (8TH RESPONDENT WAS IMPLEADED AS PER
    ORDER OF COURT DATED 21-6-2005 IN
    CMP NO. 7694/2005)

.. RESPONDENTS/APPLICANT &
RESPONDENTS 2 TO 8.

O.S.A.NO.126 OF 2005

R. KRISHNAMOORTHI. .. APPELLANT/THIRD PARTY.

VS.

1. THE OFFICIAL LIQUIDATOR,
   HIGH COURT, MADRAS,
   KURALAGAM, ESPLANADE, CHENNAI-108.

2. THE INDUSTRIAL DEVELOPMENT BANK
   OF INDIA, BOMBAY-5.

3. INDIAN OVERSEAS BANK,
   C & IC BRANCH, CHENNAI-4.

4. STATE INDUSTRIES PROMOTION CORPORATION
   OF TAMIL NADU, CHENNAI-8.

5. THE COMMISSIONER OF CUSTOMS,
   CHENNAI.

.. RESPONDENTS/APPLICANTS &
RESPONDENTS 1 TO 4.

C.A.NO.856/05

SUNDARAM FINANCE LIMITED,
NO.21,PATULLOS ROAD,
CHENNAI-600 002,
REP. BY ITS DEPUTY MANAGER(LEGAL)
MR.K.RAMANADHAN ..APPLICANT/LESSOR

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-VS-

STANDARD MOTOR PRODUCTS
OF INDIA LTD.,
REPRESENTED BY THE OFFICIAL
LIQUIDATOR,
HIGH COURT OF JUDICATURE,
MADRAS(IN LIQUIDATION) ..RESPONDENT/RESPONDENT

C.A.NO.2610 OF 1997
IN
C.P.NO.2 OF 1989

OVERSEAS SANMAR FINANCIAL LIMITED,
NO.8,CATHEDRAL ROAD,
CHENNAI-600 086. ..APPLICANT/THIRD PARTHY

-VS-

1.STANDARD MOTOR PRODUCTS
OF INDIA LTD.,
REPRESENTED BY THE OFFICIAL
LIQUIDATOR,
HIGH COURT ,
MADRAS.

2.UNIT TRUST OF INDIA,
29,RAJAJI SALAI,
CHENNAI-600 001.

3. INDUSTRIAL FINANCE CORPORATION OF INDIA
BANK OF BARODA BUILDING
16, SANGAD MARG,
NEW DELHI - 110 001.

4. THE DIRECTOR OF INDUSTRIES & COMMERCE
GOVERNMENT OF TAMIL NADU
CHENNAI 600 005.

5. UNITED INSURANCE CO. LTD.,
24, WHITES ROAD,
CHENNAI 600 014.

6. INDIAN BANK
THOUSAND LIGHTS BRANCH
ANNA SALAI
CHENNAI 600 006.

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7. SIPCOT
19-A, RUKMANI LAKSHMIPATHI ROAD,
MARSHALLS ROAD, EGMORE,
CHENNAI - 8

8. INDUSTRIAL RECONSTRUCTION BANK OF INDIAN
19, NETAJI SUBASH ROAD
CALCUTTA - 700 001.

9. INDUSTRIAL DEVELOPMENT BANK OF INDIA
IDBI TOWERS
CUFFE PARADE,
MUMBAI - 400 005.

10. INDIAN OVERSEAS BANK,
COMMERCIAL & INSTITUTIONAL CREDIT BRANCH
98A DR. RADHAKRISHNAN SALAI,
MYLAPORE, CHENNAI - 600 004.

11. INDUSTRIAL CRDIT & INVESTMENT
CORPORATION OF INDIA,
163, BACKBAY RECLAMATION,
MUMBAI - 400 020.

12. ORIENTAL INSURANCE CO. LTD,.
B-ESPLANADE,
CHENNAI - 600 108.

13. G.I.C. CO. LTD,
LATTICE BRIDGE ROAD,
ADYAR, CHENNAI- 600 020.

14. NEW INDIA ASSURANCE CO. LTD,
770-A, ANNA SALAI,
CHENNAI - 600 002.

15. NATIONAL INSURANCE CO. LTD.,
190, MOUNT ROAD,
CHENNAI - 600 006.

16. LIFE INSURANCE CORPN. LTD.,
102, ANNA SALAI,
CHENNAI - 600 002. .. RESPONDENTS/ RESPONDENTS

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Original Side Appeals filed under Order XXXVI, Rule 11 and Rule 1 of the Original Side Rules and 15 of Letters Patent, against order dated 24-11-2004 in Company Application No. 1448/2000 in Company Petition No. 2/1989 passed by Single Judge of this Court.

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Mr. K. Doraisami, Senior counsel for Mr. K. Govi Ganesan:- For Appellant in O.S.A.No.284/2004.

Mr. B. Rajendran:- For Appellant in O.S.A. No. 126/2005 and for 8th Respondent in O.S.A. No. 284/2004.

Mrs. K. Latha Parimalavaradha, Assistant Official Liquidator for 1st Respondent in both Appeals.

Mr. Srinivasan for M/s. N.V.S. Associates for R-2 in both Appeals.

M/s. P. Meghana Nair for R-3 in both Appeals.

Mr. M.T. Arunan, Addl. Central Government Standing counsel for R-5 in both Appeals.

Mr. R. Krishnamoorthy, Senior counsel for Mr. K. Harishankar for R-6 in O.S.A.284/2004.

Mr. N.G.R. Prasad for M/s. Row and Reddy:- For 7th Respondent in O.S.A.No.284/2004.

Mr. A.L. Somayaji, Senior counsel for Mr. V. Nataraj:- For Applicant in Comp.App.No.2610/97.

Mr. R. Umashankar:- For Applicant in Comp.App. No. 856/2005.

No appearance for R-4 in both Appeals.

COMMON JUDGEMENT

(Judgement of the Court was delivered by P. Sathasivam, J.,)

Since the above two Appeals and connected Miscellaneous Petitions arose from order dated 24-11-2004 in Company Application No. 1448 of 2000 in Company Petition No. 2 of 1989 of the learned Company Judge, the same are being disposed of by the following common Judgement.

2. The matter relates to disposal of movable and immovable properties of M/s. Standard Motor Products of India Limited. By Order dated 4-10-1996 in Company Petition No. 2 of 1989, Messrs. Standard Motor Products of India Limited was ordered to be wound up and the Official Liquidator attached to this Court has become the Liquidator of the said company, with a direction to take charge of all the assets and effects of the company. Pursuant to the above direction, the official liquidator

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filed necessary applications including permission to call global tenders for sale of the land, building, plant and machinery and other movables of the Standard Motor Products of India Limited which is in liquidation by fixing the upset price for the entirety of the property at Rs.63 Crores after taking into consideration of the valuation made by the approved valuer. Notification was made calling for tenders and pursuant to the same, tenders were received. The official liquidator placed all the tenders before the Company Court. By order dated 23-11-2004, the Company Court directed the Registrar (Management) to conduct auction. The Registrar (Management) submitted his report dated 23-11-2004 wherein he has stated that 10 persons have given written offers and participated in the auction. The Registrar has also stated that one Thiru T.S.R. Khannaiyann and M/s. Nuziveedu Seeds Limited who actively participated finally had bid for Rs.134 crores and Rs.135 crores respectively. Both of them were directed to be present before the Company Court and their respective counsel were directed to increase their bid amount. The impugned order further shows that the counsel for M/s. Nuziveedu Seeds Limited has expressed his inability to contact his client. However, the counsel appearing for Thiru T.S.R. Khannaiyann raised the bid amount to Rs.140 crores. The learned single Judge finding that the said amount is exactly double the amount offered in the tender form submitted by the highest bidder and as well as upset price fixed as per the valuation report, the bid made by Thiru T.S.R. Khannaiyann as the highest bid and confirmed in favour of Thiru T.S.R. Khannaiyann, Chairman, Hindustan Group of Companies, 67, Avarampalayam Road, K.R. Puram, Coimbatore-6. In the same order, the learned Judge after recording that the highest bidder Thiru T.S.R. Khannaiyann has submitted Earnest Money Deposit of Rs.6,30,00,000/-, directed him to pay the balance amount of Rs.133.70 crores in the following manner. 10 per cent of the balance amount of Rs.133.70 crores i.e., a sum of Rs.13.37 crores has to be paid on or before 8th December, 2004 and the balance amount of Rs.120.33 crores has to be paid in two equal instalments, the first of the instalment Rs.60,16,50,000/- has to be paid on or before 7th January, 2005 and the last of the amount Rs.60,16,50,000/- has to be paid on or before 10th February, 2005. In the same order, the Company Court directed the Official Liquidator to return all the Demand Drafts submitted towards E.M.D amount in respect of the other tenderers.

3. Questioning the above order, M/s Nuziveedu Seeds Limited, Hyderabad-third party applicant, filed Original Side Appeal No. 284/2004. While admitting the appeal on 23-12-2004, a Division Bench of this Court in V.C.M.P.No. 20147/2004, granted interim stay of all further proceedings and ordered notice to respondents.

4. One C. Subramaniam, General Secretary of the Standard Motor Products India Limited Employees' Union, a Trade Union registered under the Trade union Act, 1926 filed W.V.M.P.No. 7031/2005 for vacation of the stay granted on 23-12-2004. The very same General Secretary of the Employees' Union has filed C.M.P.No. 7032/2005 seeking direction to the official liquidator for disbursement of Rs.6.3 crores to the workers

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equally subject to adjustment of the same towards final payment pending disposal of the Original Side Appeal No.284/2004.

5. One R. Krishnamoorthi, a third party who also participated before the Company Court, filed C.M.P.No. 7695/2005 for vacation of the very same stay order.

6. T.S.R. Khannaiyann, 6th respondent in O.S.A.No. 284/2004 filed C.M.P.No. 9475/2005 seeking clarification of the order dated 28-4-2005 passed in C.M.P.No. 20147/2004. The said R. Krishnamurthy has also filed C.M.P.No. 9501/2005 seeking direction to cancel the auction in favour of T.S.R. Khannaiyann, Chairman, Hindustan Group of Companies, Coimbatore. He also filed C.M.P.No. 9502/2005 praying to confirm the auction in his favour permitting him to pay the amount as per the schedule of time to be granted by this Court. Pending disposal of O.S.A.No. 284/2004, the learned Company Judge, after finding that by over-sight Company Application No. 2610/97 was kept pending without orders, referred the same to be considered while taking up O.S.A.No. 284/2004. Sundaram Finance Ltd. filed Company Application No. 856/2005 in Company Petition No. 2 of 1989 praying direction to the Official Liquidator to assess the value of the machinery of the applicant. On the orders of the Hon'ble Chief Justice, the said application was also posted before this Court for passing orders along with the main appeal.

7. When O.S.A.No. 284/2004 was pending before the Division Bench of this Court, R. Krishnamurthy, third party, who also participated in the auction before the Company Court, aggrieved by the very same order of the learned Company Judge dated 24-11-2004, made in Company Application No. 1448/2000 in Company Petition No. 2 of 1989, after obtaining leave, preferred O.S.A.No. 126/2005. He also filed C.M.P.No. 9777/2005 for dispensation of the production of the copy of the order dated 24-11-2004 made in Company Application No. 1448/2000 and C.M.P.No. 9778/2005 praying to stay all further proceedings of the tender-cum-auction held on 20-11-2004 in Company Application No. 1448/2000 in Company Petition No. 2/1989 in respect of land, plant and machinery and properties of the Standard Motor Products of India Limited pending disposal of the said Original Side Appeal. Considering the common issue raised, this Court entertained the said appeal and posted it along with O.S.A. No. 284/2004. By consent of all the parties, the main appeals and all the miscellaneous petitions were taken up for disposal.

8. Heard Mr. K. Doraisami, learned senior counsel for the appellant in O.S.A.No. 284/2005; Mr. B. Rajendran, learned counsel for the appellant in O.S.A.No. 126/2005 and 8th respondent in O.S.A.No. 284/2004; Mrs. K. Latha Parimalavaradha, Assistant Official Liquidator for first respondent in both the appeals; Mr. Srinivasan, learned counsel for 2nd respondent in both the appeals; Mr. P. Maghana Nair, learned counsel for 3rd respondent in both appeals; Mr. M.T. Arunan, learned Addl. Central Government Standing counsel for 5th respondent in both appeals; Mr. R. Krishnamurthy, learned Senior counsel for 6th respondent in O.S.A.No.

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284/2004; Mr. N.G.R. Prasad, learned counsel for 7th respondent in O.S.A.No. 284/2004; Mr. A.L. Somayaji, learned senior counsel for applicant in Company Application No. 2610/97; and Mr. R. Umashankar, learned counsel for applicant in Company Application No. 856/2005.

9. The points for consideration in all these matters are:

i) Whether the learned Company Judge is right in confirming the highest offer of Rs.140 crores made by Thiru T.S.R. Khannaiyann, 6th respondent in O.S.A.No. 284/2005;

ii) Whether the Company Judge, before accepting the highest offer of Thiru T.S.R. Khannaiyann (6th respondent in O.S.A.No.284/2005) has given adequate opportunity to all the other bidders? and

iii) What are the directions to be issued to the official liquidator in respect of the claims of workers, lessees, creditors, etc.?

10. There is no dispute regarding the order of the Company Court in bringing the properties of the Standard Motor Products of India Limited, the company in liquidation, for auction as well as the fixation of upset price. It is seen from the order of the learned Judge that pursuant to the direction and advertisement made in the leading Dailies, 10 Tenders were received and that the official liquidator placed all the 10 Tenders before the Court. It is further seen that by order dated 23-11-2004, the Company Court directed the Registrar (Management) to conduct auction. The report dated 23-11-2004 of the Registrar (Management) shows that 10 persons were given written offers and participated in the auction. Out of the same, T.R.S. Khannaiyann and Messrs. Nuziveedu Seeds Limited, Hyderabad alone actively participated in the auction by making their bid for Rs.134 crores and Rs.135 crores respectively. It is the grievance of the appellant in O.S.A.No. 284/2004, namely, Nuziveedu Seeds Limited that in spite of their counsel's expression that they could not contact them (appellant) for increasing their offer of Rs.135 crores to a further sum. It is true that the learned Judge, considering the volume of properties and the amount involved, ought to have granted a reasonable time to them (appellant in O.S.A.No. 284/2004). It is also the grievance of R. Krishnamurthy, appellant in O.S.A.No. 126/2005 that in the auction held in Court, the Registrar (Management) had fixed increasing amount for each bid would be Rs. one crore throughout, which is very high, excessive and the same was not contemplated in the tender conditions; hence, according to him, the entire auction is invalid. It is also his grievance that the auction was confirmed on 20-11-2004 without giving opportunity for other auctioners/participants to bid in the auction and they were not informed about the raising of the bid amount on the next day, hence, according to him, the confirmation of sale made in the auction in the absence of other bidders is legally not sustainable. A perusal of the order of the Company Court would go to show that only two bidders, namely, Thiru T.S.R. Khannaiyann and M/s. Nuziveedu Seeds Limited alone actively participated

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in the auction before the Registrar (Management) and that there is no information whether all other participants were duly informed to offer their willingness or otherwise with reference to the increase of the bid beyond Rs.135 crores. As observed earlier, considering the nature and extent of the property, namely, 57.84 acres and machinery, etc., it is desirable to afford adequate opportunity to all the intending bidders in order to secure a good price for the properties. Accordingly, we feel that the grievance expressed by the appellant in both the appeals is reasonable and acceptable.

11. Another important factor to be mentioned here is, that though the highest bidder-T.S.R. Khannaiyann was directed to pay the balance amount of Rs.133.70 crores (excluding the EMD of Rs.6,30,00,000/- made by him by way of 7 Demand Drafts) in 3 instalments, admittedly, the first instalment of 10 per cent of the balance amount, namely, Rs.13.37 crore had not been paid before 8-12-2004, as stipulated by the Company Court. No doubt, it is his grievance that because of the pendency of O.S.A.No.284/2004 and the stay by this Court, he was not in a position to deposit the first instalment. However, the record would show that this Court entertained the appeal and granted stay of the order of the Company Court only on 23-12-2004, i.e., 23 days after the cut-off date for payment of first instalment. In this regard, it is relevant to refer the report of the Assistant Official Liquidator dated 28th June, 2005. In para 4 it is stated that official liquidator has received a letter from T.S.R. Khannaiyann dated 7-12-2004 on 8-12-2004 along with a cheque dated 8-12-2004 drawn on Canara Bank for Rs.13,37,00,000/- towards first instalment of the sale consideration as per the directions f this Court. It further shows that when the official liquidator deposited the said cheque on 9-12-2004 in Punjab National Bank, Chennai-2, the same was returned with a memo dated 11-12-2004 stating that "payment stopped by drawer". It is also stated that because of the said action, the official liquidator was directed to remit a sum of Rs.2,67,400/- towards "cheque returned charges". Paragraph 5 of his report shows that the official liquidator issued a notice under section 138 of Negotiable Instrument Act, 1881 on 3-3-2005 by registered post with acknowledgment due to T.S.R. Khannaiyann, directing him to remit to him the sum of Rs.2,67,400/- within 7 days of that date towards "cheque returned charges" levied by the Punjab National Bank, Chennai-2 on account of dishonour of his cheque to the official liquidator, failing which, necessary action will be initiated. For the said notice, the official liquidator received a reply from the counsel of T.S.R. Khannaiyann stating that because of the stay of the auction of the sale by the Division Bench of this Court, he had instructed his bank to stop the payment, apart from writing a letter requesting official liquidator not to present the cheque. However, subsequently, a fresh cheque for Rs.2,67,400/- was handed over to the official liquidator on 10-5-2005 towards cheque returned charges. In para 7 of his report, it is stated that when the said cheque was deposited by the official liquidator, the same was returned by Canara Bank, Pondicherry (drawer's bank) on the ground of "funds insufficient". In para 8, the official liquidator has stated that even though the Division Bench of this Court by order dated

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28-4-2005, has directed the highest bidder-T.S.R. Khannaiyann to pay a sum of Rs.60 crores within 30 days, he has not remitted the said amount before him till date. No doubt, as far as the failure to comply with the said direction, learned senior counsel for the 6th respondent-T.S.R. Khannaiyann has stated that because of the pendency of the appeal as well as the stay by this Court, his financing bank was reluctant to pay the said amount. Whatever may be, the subsequent direction by this Court dated 28-4-2005 has not been complied with by the highest bidder namely T.S.R. Khannaiyann.

12. It is also relevant to mention here, that during the course of hearing, learned senior counsel appearing for the appellant in O.S.A.No. 284/2004-Nuziveedu Seeds Limited, Hyderabad by showing two pay order/banker's cheque for Rs.72 crores and Rs.68 crores (total Rs.140 crores) would contend that even now the appellant is ready to purchase these properties for Rs.140 crores. Likewise, the appellant in O.S.A.No. 126/2005 has also stated that he is willing to bid the same for Rs.141 crores-vide para 9 of his affidavit dated 13-6-2005 filed in C.M.P.No. 9502/2005.

13. The above discussion makes it clear that all the tenderers/bidders were not given adequate opportunity before the Company Court to increase their offer. Only the two persons, namely, M/s Nuziveedu Seeds Limited, Hyderabad and Thiru T.S.R. Khannaiyann alone had the opportunity of participating in the proceedings that was held in the chamber of Registrar (Management) as well as before the Company Court on 23-11-2004. As rightly stated, had all the tenderers/bidders known the fact that they can also improve their offer, they would have offered more than the present offers made by the appellant in both the appeals as well as the 6th respondent-T.S.R. Khannaiyann. We have already observed that the successful bidder has not fulfilled the conditions stipulated by the Company Court. Considering the extent of the land, being 57.84 which includes standing trees, buildings, plant and machinery, etc., and the grievance expressed by the parties before us, we are of the view that by calling fresh tenders, by way of fresh publication in leading Newspapers, there are possibilities of getting higher price for the properties. In that event, the creditors and the workers of the company in liquidation will be getting more benefit. Accordingly, we set aside the order of the Company Judge dated 24-11-2004, made in Application No. 1448 of 2000 in Company Petition No. 2 of 1989 and direct the official liquidator to call for fresh tenders by causing fresh publication in leading Newspapers, as directed earlier by the Company Court. After getting fresh offers, the official liquidator is directed to place the same before the Company Court for further orders. The Company Court is free to provide further opportunity to all the intending tenderers to increase their bid and pass appropriate orders thereafter for confirmation of the sale in favour of the successful bidder. The earlier direction regarding publication and conduct of sale shall be followed by the official liquidator.

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14. In view of the above order, the official liquidator is permitted to return the E.M.D. paid by the 6th respondent-T.S.R. Kannaiyann, after adjusting the amount of Rs.2,67,400/- payable to the Bank towards "cheque returned charges"

15. We further direct that on confirmation by the Company Court, the official liquidator will disburse the amount among the eligible workers, by treating their claim as a first claim, and settle their claim on priority basis, before settling the other creditors. The other creditors will make their applications and orders will be passed upon them subject to their eligibility.

16. In so far as the applicant in Company Application No. 856/2005 is concerned, in view of the report of the Assistant official liquidator dated 13-6-2005, after realisation of the sale proceeds, and on the orders of the Company Court, the value of the said assets as per the valuation report will be paid to them. In the same way, the claim of the lessee in Company Application No. 2610/1997 will be settled by the Company Court. The Original Side Appeals are allowed with the above directions. Company Application Nos. 856/2005 and 2610/1997 are ordered accordingly. Stay petitions and Vacate stay petitions, namely, C.M.P.Nos. 20147/2004, 7032/2005, 9777/2005, 9778/2005, and V.C.M.P.No. 7031/2005 and 7695/2005 are closed. C.M.P.Nos. 9501/2005, 9502/2005 and 9475/2005 are also closed.

Sd/-
Asst. Registrar.

/true copy/

Sub Asst. Registrar.

R.B.

To
1. The Sub Assistant Registrar,
Original Side,
High Court, Madras.

2. The Official Liquidator,
High Court, Madras,
Kuralagam, Esplanade,
Chennai 108.

+ 2 CCs to Mr.B.Rajendran, Advocate SR Nos.28510 & 28511

+ 1 CC to Mr. K.Govi Ganesan, Advocate SR NO 28504

+ 1 CC to Mr. V.Nataraj, Advocate SR NO 28502

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+ 1 CC to M/s.Row & Reddy, Advocate SR NO 28453

+ 1 CC to Mr. V. Venkadasalam, Advocate SR NO 27895

+ 1 CC to Mr. Srinath Sridevan, Advocate SR NO 28458

+ 1 CC to Mr. Arunan, Advocate SR NO 28574

Common Judgement
in O.S.A.Nos.284/2004
and 126 of 2005,
and CMP No.20147/2004 etc.,

Dt:-11-07-2005.

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gp,bp,kaa/12.7

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